

EXHIBIT D

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material under §240.14a-12

CF Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☒ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Additional CF Corp.-Prepared Forecasts

In addition to the forecasts for FGL set forth and discussed above under “— *Certain FGL Forecasts*,” CF Corp. management prepared the Adjusted FGL Forecasts, which include FGL’s (i) total revenue, and (ii) net income, in each case for the fiscal years ending December 31, 2018 through December 31, 2022. The Adjusted FGL Forecasts were provided to CF Corp.’s board of directors in connection with its evaluation of the transaction and to BofA Merrill Lynch, which was directed to use and rely upon such forecasts for purposes of its analyses and opinion. The key elements of the Adjusted FGL Forecasts are summarized in the table below. The Adjusted FGL Forecasts were prepared by CF Corp. (and not by FGL) and reflect CF Corp.’s management’s conservative underwriting assumptions relative to FGL management’s view of long-term growth.

The Adjusted FGL Forecasts were prepared by, and are the responsibility of, CF Corp. WithumSmith+Brown, PC, CF Corp.’s independent auditor, has not examined, compiled or otherwise applied procedures with respect to the Adjusted FGL Forecasts and, accordingly, expresses no opinion or any other form of assurance on them. The WithumSmith+Brown, PC report incorporated by reference in this proxy statement relates to historical financial information of CF Corp. It does not extend to the Adjusted FGL Forecasts and should not be read as if it does.

(in millions)	For the Year Ended September 30,				
	2018E	2019E	2020E	2021E	2022E
Total Revenue	\$1,304.7	\$1,384.3	\$1,468.9	\$1,510.2	\$1,555.0
Net Income	\$ 280.8	\$ 318.8	\$ 348.1	\$ 349.9	\$ 353.3

Interests of Certain Persons in the Business Combination

In considering the recommendation of our board of directors to vote in favor of the business combination, shareholders should be aware that, aside from their interests as shareholders, our Sponsor and certain of our directors and officers have interests in the business combination that are different from, or in addition to, those of other shareholders generally. Our directors were aware of and considered these interests, among other matters, in evaluating the business combination, and in recommending to shareholders that they approve the business combination. Shareholders should take these interests into account in deciding whether to approve the business combination. These interests include, among other things:

- the fact that 11,250,000 founder shares held by our Sponsor, for which it paid approximately \$25,000, will convert into 21,314,062 ordinary shares upon the Closing, and such securities, if unrestricted and freely tradable would be valued at approximately \$231,470,713, based on the closing price of our Class A ordinary shares on NASDAQ on July 24, 2017;
- the fact that our Sponsor holds 15,800,000 warrants purchased in a private placement that closed simultaneously with the consummation of the IPO that would expire worthless if a business combination is not consummated;
- the fact that our Sponsor, officers and directors will lose their entire investment in us if we do not complete a business combination by May 25, 2018;
- the fact that our Sponsor or an affiliate of our Sponsor or certain of our officers and directors may convert up to \$1.5 million of any loans made to CF Corp. to pay costs and expenses in connection with the business combination into warrants of the post-business combination entity identical to the private placement warrants at a price of \$1.00 per warrant;
- the fact that in connection with the IPO, we entered into the forward purchase agreements with the anchor investors, which include the directors of CF Corp., and CFS Holdings, an investment vehicle owned by certain investment funds (including BTO) managed by indirect subsidiaries of Blackstone, which provide for the purchase by the anchor investors of an aggregate of 51,000,000 ordinary shares, plus an aggregate of 19,083,333 forward purchase warrants, for an aggregate purchase price of \$10.00 per ordinary share, in a private placement to occur immediately prior to the closing of the business combination;